

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK**

IN RE

AIR CARGO SHIPPING SERVICES
ANTITRUST LITIGATION

MDL No. 1775

Master File 06-MD-1775 (JG) (VVP)

THIS DOCUMENT RELATES TO:
All Actions

**DECLARATION OF ROBERT N. KAPLAN IN SUPPORT OF PLAINTIFFS'
MOTION FOR PRELIMINARY APPROVAL OF SETTLEMENT WITH
DEFENDANT CATHAY PACIFIC AIRWAYS LTD.**

I, Robert N. Kaplan, declare:

1. I am a partner in the law firm of Kaplan Fox & Kilsheimer LLP. The Court has appointed me as one of four interim Co-Lead Counsel in this case. I submit this declaration in support of Plaintiffs' Motion for Preliminary Approval of the Settlement Agreement with Defendant Cathay Pacific Airways Ltd. ("Cathay" or "Settling Defendant"), dated February 12, 2014, Exhibit A hereto. I have personal knowledge of the information set forth in this declaration.

2. The settlement discussions with Cathay occurred over a number of years. The initial settlement meeting occurred on September 15, 2010. Cathay offered a substantial amount, but it was rejected. After that, there were a series of meetings with Cathay's counsel during the period November 5, 2010 through June 2011, but no settlement was achieved. In early October 2013, settlement discussions began again. There were dozens of emails and telephone conversations with Cathay's counsel during October and November 2013 and on December 2, 2013 co-lead counsel met in New York with Cathay's counsel and a top Cathay executive who travelled from Hong Kong.

3. After dozens of additional telephone conversations and emails, an agreement in principle was reached, which was followed by extensive negotiations concerning the language and provisions of a settlement agreement, culminating in the signed Settlement Agreement dated February 12, 2014.

4. Both sides vigorously negotiated their respective positions on all material terms of the Settlement Agreement and the negotiations were non-collusive. Indeed, the settlement amount is materially higher than the amount offered by Cathay in 2010.

5. In connection with these settlement negotiations, Plaintiffs' Co-Lead Counsel were informed of the facts concerning liability and damages issues and the relative strengths and weaknesses of each side's litigation position.

6. Counsel for plaintiffs and Cathay signed the Settlement Agreement with an execution date of February 12, 2014.

7. I declare under penalty of perjury that the foregoing is true and correct.

Executed this 19th of February, 2014 in New York, New York.


Robert N. Kaplan